

ACKLEY ROBERT W
Form 4
February 03, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ACKLEY ROBERT W

(Last) (First) (Middle)
CROMPTON CORPORATION, 1
EXTRUSION DRIVE
(Street)

PAWCATUCK, CT 06379

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CROMPTON CORP [CK]

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive V.P. - Polymer Proc.

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/01/2005 | | J(1) | | 4,057 | A | \$ 11.17 |
| Common Stock | | | | | | | 2,601.4596 |
| Common Stock | 02/01/2005 | | J(2) | | 1,050.0736 | A | \$ 0 |
| Common Stock | 02/01/2005 | | J(3) | | 962 | A | \$ 0 |
| Common Stock | 02/01/2005 | | J(4) | | 959 | A | \$ 0 |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|----------|---------|---|--------------------------|
| Common Stock | 02/01/2005 | J ⁽⁵⁾ | 1.37 | A | \$ 0 | 51,2041 | I | ESPP |
| Common Stock | 02/01/2005 | J ⁽⁶⁾ | 689 | A | \$ 0 | 25,689 | I | Restricted Stock Account |
| Common Stock | 02/01/2005 | J ⁽⁷⁾ | 6,421 | D | \$ 11.17 | 19,268 | I | Restricted Stock Account |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| NQ Stock Option (Right to Buy) | \$ 5.85 | | | | | 10/20/2004 | 11/19/2013 | Common Stock | 45,000 |
| NQ Stock Option (Right to Buy) | \$ 6.38 | | | | | 01/21/2004 | 02/20/2013 | Common Stock | 43,654 |
| NQ Stock Option (Right to Buy) | \$ 7.25 | | | | | 10/22/2003 | 11/21/2012 | Common Stock | 26,207 |
| NQ Stock Option (Right to Buy) | \$ 7.92 | | | | | 10/23/2002 | 11/22/2011 | Common Stock | 47,374 |

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| | | | | | | | | | | |
|---|------------|------------|--|-------------------------|--------|------------|------------|-----------------|--------|--|
| Buy) | | | | | | | | | | |
| NQ Stock Option (Right to Buy) | \$ 8.1562 | | | | | 10/31/2001 | 11/30/2010 | Common Stock | 75,000 | |
| NQ Stock Option (Right to Buy) | \$ 8.3437 | | | | | 10/19/2000 | 11/19/2009 | Common Stock | 88,015 | |
| NQ Stock Option (Right to Buy) | \$ 13 | | | | | 08/04/1999 | 12/18/2005 | Common Stock | 18,808 | |
| NQ Stock Option (Right to Buy) | \$ 14.3438 | | | | | 08/05/1999 | 11/14/2008 | Common Stock | 50,000 | |
| NQ Stock Option (Right to Buy) | \$ 14.5 | | | | | 08/04/1999 | 09/21/2006 | Common Stock | 72,416 | |
| NQ Stock Option (Right to Buy) | \$ 14.625 | 02/01/2005 | | <u>J</u> ⁽⁸⁾ | 13,163 | 08/04/1999 | 11/19/2004 | Common Stock | 13,163 | |
| NQ Stock Option (Right to Buy) | \$ 16.875 | | | | | 08/04/1999 | 11/16/2006 | Common Stock | 20,000 | |
| NQ Stock Option (Right to Buy) | \$ 26.4063 | | | | | 08/04/1999 | 11/07/2007 | Common Stock | 20,000 | |
| ISO Stock Option (Right to Buy) | \$ 6.38 | | | | | 01/21/2005 | 01/21/2013 | Common Stock | 31,346 | |

| | | | | | | | | | |
|---|-----------|------------|--|-------------------------|-------|------------|------------|-----------------|--------|
| ISO Stock Option (Right to Buy) | \$ 7.25 | | | | | 10/22/2004 | 10/22/2012 | Common Stock | 13,793 |
| ISO Stock Option (Right to Buy) | \$ 7.92 | | | | | 10/23/2003 | 10/23/2011 | Common Stock | 12,626 |
| ISO Stock Option (Right to Buy) | \$ 8.3437 | | | | | 10/19/2002 | 10/19/2009 | Common Stock | 11,985 |
| ISO Stock Option (Right to Buy) | \$ 13 | | | | | 08/04/1999 | 10/18/2005 | Common Stock | 7,692 |
| ISO Stock Option (Right to Buy) | \$ 14.5 | | | | | 08/04/1999 | 08/21/2006 | Common Stock | 27,584 |
| ISO Stock Option (Right to Buy) | \$ 14.625 | 02/01/2005 | | <u>J</u> ⁽⁸⁾ | 6,837 | 08/04/1999 | 10/19/2004 | Common Stock | 6,837 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ACKLEY ROBERT W CROMPTON CORPORATION 1 EXTRUSION DRIVE PAWCATUCK, CT 06379 | | | Executive V.P. - Polymer Proc. | |

Signatures

Robert W.
Ackley

02/03/2005

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Direct holdings increased by 4,057 shares transferred from the 2004-2006 Long Term Incentive Plan (LTIP Trust).
- (2) These shares were acquired during the fiscal year pursuant to the Registrant's Employee Stock Ownership Plan and through reinvestment of dividends paid on the shares in this fund (ESOP Trust).
- (3) These shares were acquired during the fiscal year pursuant to the Long Term Incentive Plan (LTIP Trust (1TA)) and through reinvestment of dividends paid on the shares in this fund.
- (4) These shares were acquired during the fiscal year pursuant to the Long Term Incentive Plan (LTIP Trust 1988) and through reinvestment of dividends paid on the shares in this fund.
- (5) These shares represent the 2/1/05 balance in the individual's Crompton Corporation 2002 Employee Stock Purchase Plan (ESPP).
- (6) These shares were acquired during the fiscal year pursuant to the 2004-2006 Long Term Incentive Plan (Restricted Stock Account) and through reinvestment of dividends paid on the shares in this fund.
- (7) 6,421 Shares were distributed to the reporting person in accordance with the 2004-2006 Long Term Incentive Plan (from Restricted Stock Account) of which 2,364 shares were withheld to satisfy tax withholding requirements.
- (8) Expired by its term without exercise or payment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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